

開 會 通 知 書

Notice for the Convention of 2018 Annual General Meeting

- 一、茲訂於二〇一八年六月二十七日(星期三)上午九時整，假台北市中山北路2段41號(晶華酒店4樓第一貴賓室)召開2018年股東常會，會議主要內容：
- The 2018 Annual General Meeting of the Members of VHQ Media Holdings Ltd will be held at 9:00 am, June 27, 2018 (Taiwan Time) (the "Meeting") at No.41 Sec.2, Zhong Shang North Rd., Taipei (VIP Room 4F, Regent Hotel) Agenda of the Meeting:
- (一)報告事項：1.2017年度營業報告書。2.審計委員會審查2017年度財務決策表冊報告。
- (1)Reporting Matters: 1.The Business Report of 2017.
2.Audit Committee's Review Report on 2017 Consolidated Financial Statements.
- (二)承認事項：1.承認2017年度決算表冊案。2.承認2017年度虧損撥補案。
- (2)Proposed Resolutions: 1.Consolidated Financial Statements for the year ended December, 2017
2.2017 Deficit Compensation.
- (三)討論事項：1.擬以資本公積配發現金股利案。2.修訂本公司「公司章程」案。3.修訂「取得處分管理辦法」案。
- (3)Discussion Matters: 1.2017 Negative Retained Earnings with Capital Reorganization.
2.Amendments to the Memorandum and Articles.
3.Amendments to the Procedure for Acquisitions or Disposals Assets.
- (四)臨時動議。
- (4)Ad Hoc Motion.
- 二、本公司2017年度盈餘分配案，業經董事會議決通過如下：
The main content of the 2017 Surplus Distribution Proposal:
現金股利：擬自股本溢價資本公積中撥發新台幣129,116,536元，每股分配3.3元，俟股東會通過後授權董事長訂定配息基準日配發之。
Paid-in capital in excess of par value NTS129,116,536.The Board of Company has resolved to issue to shareholders a dividend of NTS 3.3 per share. Once it has approved by the Annual General Meeting, it will authorize Chairman to set the ex-dividend date.
- 三、依公司法第165條規定，自2018年4月29日起至2018年6月27日停止股票過戶登記。
In accordance with the provision of Article 165 of the Company Act, the stock record date of stop transferring is from April 29, 2018 - June 27, 2018.
- 四、受理股東開始報到時間：8時30分，報到處地點：台北市中山北路2段41號(晶華酒店4樓第一貴賓室)。

- Registration of Shareholder attendance will be accepted at 8:30am, Venue of AGM: No.41 Sec.2, Zhong Shang North Rd., Taipei (VIP Room 4F, Regent Hotel)
- 五、檢表出席通知書及委託書各一份，貴股東如決定親自出席者，請於「出席簽到卡」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席者，請於「委託書」上簽名或蓋章，並親填委託代理人姓名及相關資料，交由受託代理人於「委託書」受託代理人處簽名或蓋章後，於開會五日前送達本公司服務代理機構永豐金證券服務代理部，以憑寄發出席簽到卡予受託代理人。
- Enclosed please find the "Notice of Attendance" and "Proxy Page", please sign or seal in the "Notice of Attendance" while you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency the Transfer Agency Department of Sinopac Securities no later than fifth (5)th day prior to the meeting date for processing the "Attendance Card" to the proxy recipient.
- 六、股東、徵求人及受託代理人應於出席股東會時，攜帶身份證明文件，以備核對。
Shareholders, solicitors and solicitors should bring their identification documents at the time of attending the shareholders' meetings.
- 七、如有股東徵求委託書，本公司將於2018年5月25日前製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直接鍵入(網址：<http://free.sfi.org.tw>)至「委託書公告相關資料免費查詢系統」，點選「查詢委託書公告開會資料由此進入」後，輸入查詢條件即可。
If shareholders solicit proxies for the Annual General Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of Securities & Futures Institute (SFI) on May 25th, 2018. Shareholders can link with SFI's web address (<http://free.sfi.org.tw>) for relevant information.
- 八、本次股東會委託書統計驗證機構為永豐金證券股份有限公司服務代理部。
The proxies of the Annual General Meeting shall be tallied and verified by the Transfer Agency Department of Sinopac Securities.
- 九、敬請 查照辦理為荷。
Please execute as above-mentioned.

此 致 貴 股 東
To Shareholder

威 馳 克 媒 體 集 團 股 份 有 限 公 司 董 事 會
Board of Directors of VHQ MEDIA HOLDINGS LTD.



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委 託 書 填 表 須 知

INSTRUCTIONS

- 一、委託書應依公開發行公司出席股東會使用委託書規則及公司法第一七七條規定辦理。
The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席通知書均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。
The Mandator shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 五、徵求人及受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，請於股東戶號欄內填寫統一編號。
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司服務代理人永豐金證券服務代理部；委託書送達服務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向服務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of Sinopac Securities, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

第三聯

Third copy

第四聯

Fourth copy

第五聯

貴股東如委託代理人出席請填妥此聯寄回。
Please fill in this, sent back.

委 託 書 Proxy Statement	委託人(股東) Mandator(shareholder)	編號 No.	(4803) VHQ - KY
一、茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司2018年6月27日舉行之股東常會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out) as my proxy agent,with authorization to vote and act on my behalf at the 2018 Annual General Meeting of the Mandator of VHQ MEDIA HOLDINGS LTD on June 27th, 2018 pursuant to authorization scope described below: <input type="checkbox"/> (一)代理本股東就會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope) <input type="checkbox"/> (二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (if neither box is ticked, it will be deemed as "vote-for") 1.承認2017年度決算表冊案：(1)承認(2)反對(3)棄權 Consolidated Financial Statements for the year ended December, 2017: 2.承認2017年度虧損撥補案：(1)For (2)Against(3)Abstain 2017 Deficit Compensation: 3.擬以資本公積配發現金股利案：(1)For (2)Against(3)Abstain 2017 Negative Retained Earnings with Capital Reorganization: 4.修訂本公司「公司章程」案：(1)贊成(2)反對(3)棄權 Amendments to the Memorandum and Articles: 5.修訂「取得處分管理辦法」案：(1)For (2)Against(3)Abstain Amendments to the Procedure for Acquisitions or Disposals Assets: (1)For (2)Against(3)Abstain 二、本股東未於前項 <input type="checkbox"/> 內勾選授權範圍或同時勾選者，視為全權委託，但服務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項 <input type="checkbox"/> 之授權內容行使股東權利。It will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the shareholder pursuant to authorization methods of exercise described as item 1.(2). 三、本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Mandator's behalf for extemporary motions during the Meeting. 四、請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy will remain effective at any adjournment or postponement of the Meeting. 此 致 威 馳 克 媒 體 集 團 股 份 有 限 公 司 To VHQ MEDIA HOLDINGS LTD 授權日期 年 月 日 Date of Authorization:	股東戶號 姓名或名稱 持有股數 徵 求 人 Solicitor 簽 名 或 蓋 章 Sign or Seal 戶 號 姓名或名稱 受 託 代 理 人 Proxy Holder 簽 名 或 蓋 章 Sign or Seal	簽 名 或 蓋 章 Sign or Seal 簽 名 或 蓋 章 Sign or Seal	一、禁止交付現金或其他利益之偶獲委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予檢舉獎金五萬元，檢舉電話：(02)二五四七三三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD50,000. Report phone number: +886 225473733
	徵求場所及人員簽章處： Signature by the place of solicitation and personnel:		